ASM CAPITAL

7400 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (\$16) 224-6040 FAX: (\$16) 324-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Turapike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 7/26/06 (the "Transfer Agreement"), whereby we ARGENT AUTOMOTIVE SYSTEMS INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Ba Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of cantion, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

It is widerstood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely,
NAME Joych a Berhook
TITLE CFO
Transferor: ARGENT AUTOMOTIVE SYSTEMS INC
Tel. (734) 582-9800
Fax (734) 582-9999
DATE 1/15/08
Aoknowledgement:
STATE OF MICHIGAN
COUNTY OF <u>OAKLAND</u>
The foregoing instrument was acknowledged before me this 15 day of 3AT-JUAKY, 20 D8 by JCSEPHA DORMONESKI [YOUR FULL LEGAL NAME], who is personally known to me or who has produced DRIVERS LICRASE as identification.
<u>landar Viles</u>
Signature of person taking acknowledgment ANNINA V MOZU
Name typed, printed, or stamped
MOTARY MOTARY FREIG STATE OF AN COMMY OF ORIGINAL NY COMMISSION EXPERTMENT OF AN
Title or rank MYCCHARGON ENTERS 11,2013 ATTHE STCOUNTY OF WAYAGE

Serial number (if applicable)

Exhibit D

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

DELPHI CORPORATION, gal.

Іп ге

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

Chapter 11

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) suthorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the compact(s) lined on Sobadule 1 attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'a: Delphi Curo Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lesse(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the propertions set forth in the Plan for helders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrearages as set forth on Schedule I (the "Cure Amount"). Please follow the four steps below and sign this notice to ansure that you receive the Cure to which you are entitled.

Step 1

Please check one of the boxes below:

Yes, I agree with the Care Amount listed on Schedule I (nomplete Step 2 below)

No, I disagree with the Cure Amount listed on Schedule 1 (skip Step 2 and go to

Step 3 below)

RD091980469 CN00101 181071220105244000108

Ø005/015

Step 2

	dow the Plan in its entirety, including Article 5.3 of the Plan governing treatment of secured claims, and check one of the boxes below:
口	I request payment of my Cure Amount in each (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (akip Step 3 and complete Step 4 below)

Step 3

If you checked the box in Step 1 indicating that you disagree with the Care Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return this notice so us to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file us objection that states with specificity your asserted Care amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fail to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures cuttined below, or vice versa, your objection will not be considered, the Care Amount asserted by the Debtorn will be controlling, you will be paid the Care Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Care Amount and/or the escumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007. And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, eptered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPorfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankrupscy Judge, One Bowling Green, Room 632, New York, New York 10004, and (c) be served upon (i) Delphi Corporation, 5725 Delphi Drive. Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Rlinois 60606 (Att'n: John K. Lyans and Ron B. Meister), (fii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald Bernstein and Brian Resnick), (iv) conneel for the official committee of inneraned creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attu: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity accurity holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Artin: Bonnie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appeloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Minmi, Florida 33131 (Att'a: Thomas B. Lauria) and White & Case LLP, 1155 Avenus of the Americas, New York, New York 10036 (Attn: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Hurbinger Del-Auto Investment Company, Ltd., White & Case LLP,

RENO9155C469 CN00101

Wachovis Financial Center, 200 South Biscayne Boulevard, Suite 4900, Mismit, Plorida 33131 (Att'n: Thomas E. Leuria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the Insumer set forth above will not be considered and will be deemed overruled.

If there is a dispute regarding (I) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of fature performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Howling Green, Room 510, New York, New York 10004, at each date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultuata LLC, 2335 Alaska Avenue, Fi Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:50 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or secumed and antigned, and you will be pald the Cure amount listed on Schadolo 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

Company Name: ASM (april LP (assigned of Argest Adoprative System)

By: Manhoshuft Joyala Bulowsh

Prine Name: Alam Moskowitz Jaroph A. Beretowsk

Delphi Legal Information Hotline: Delphi Legal Information Website

Toll Free: (800) 718-5305 http://www.delphidosket.com International: (248) 813-2698

Title:

Dated: New York, New York December 10, 2007

> skadden, arfs, slate, meagher & flom LLP

John Wm. Butler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron B. Meisler (RM 3026)
Nation Smart (NS 7372)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -Kayalyn A. Marafiosi (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

RD091950469 CN69101

Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amoput:
D0420632055	\$2,430.80
DG550047212	-5234.40
\$0550059721	\$212.50
D0550063010	\$5,876.30
OQ5500633142	\$6,126.00
D0558063745	\$2,278.01
D855007637H	\$387.23
D0550078690	\$840,00
D0559078800	\$340,92
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ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 - WOODBURY, NY · 11797 PHONE: (516) 224-6040 PAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Turnpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Cuse")

Dear Mr. Wolfet

Reference is made to that certain Assignment of Claim Agreement executed on or about 7/26/06 (the "Transfer Agreement"), whereby we ARGENT AUTOMOTIVE SYSTEMS INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon. I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

Sincerely,

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly fijed.

NAME Joseph Serknock
TULE CFO
Transferor: ARGENT AUTOMOTIVE SYSTEMS INC
Tel. (734) 582-9800
Pax (734) 582-9999
DATE
Acknowledgement: STATE OF MEHIGAN
COUNTY OF CIAKLAND
The Joregoing instrument was acknowledged before me this 15 day of 15 ANDAKY 20.66 by 10.57 A A DEFRACIAN! POUR FULL LEGAL NAME), who is personally known to me or who has produced DELIZE SCIENTS as identification.
Signature of person taking acknowledgment
MATARY Title or rank Market V. M. E. C. W. MARKAY, MELE MOTARY MOTARY MARKAY PUBLIC, STATE OF MR COUNTY OF CANADA MOTARY MOTARY MATHRIE COUNTY OF WAY NO
Serial number (if applicable)

UNITED STATES	BANKRUPTCY	COURT
SOUTHERN DIST	RICT OF NEW Y	ORK.

In to Chapter 11 DELPHI CORPORATION, et al., Case No. 05-44481 (RDD)

> Debtors. (Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") cutered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Pian of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to ours ("Curo") and assume or assume and assign the contract(s) listed on Schedulo 1 attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelops provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (provailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrearages as net forth on Schedule I (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

Step 1

Please check one of the boxes below:

Yes, I agree with the Care Amount listed on Schedule I (complete Step 2 below) No, I dicagree with the Cure Amount listed on Schedule I (skip Step 2 and go to Step 3 below):

> \$100000RM CN01493

Part 1 rgeng 11 of 101 01/15/2008 10:46 FAX 7345829889 D 012/015

Step 2

Review the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general unsecured claims, and check one of the boxes below: I request payment of my Cure Amount in cash (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no leter than 30 days after the Effective Date (the "Distribution Date") I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, lackeding postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Summory Rate (all as defined in the Plan) (akip Step 3 and complete Step 4 below)

Step 3

If you checked the box in Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Stop I indicating that you want to be paid in each, you must sign and return this notice so us to be received on or prior to 7:60 p.m. (proveding Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Care amount, including appropriate documentation thereof, on or before the 10th day following the effective date of the Plan. If you fail to return this form by Junuary 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(a) will be used med, or assumed and assigned, (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr, P. 2002(m), 9006, 9007. And 9014 Establishing Omnibus Hearing Dales And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) -registered users of the Bankruptcy Courts case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing feature), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Beniamptey Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served agon (i) Delphi Carporation, 5725 Delphi Drivo, Troy, Michigan 48098 (Auto: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Mesgher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Artu: John K. Lyons and Ron E. Meisler), (iii) counsel for the agent under the postperition credit facility, Davis Polk & Wardwoll, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald Berastein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attin: Robert J. Roseeberg and Mark A. Bronde), (v) counsel for the official committee of equity accurity holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Bonnie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appalocus Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Mizmi, Florida 33131 (Attn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attn: Chem M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

> NEDOMORE CN01493

Wechovia Financial Center, 200 South Biscayne Bonlevard, Suite 4900, Miami, Florida 33131 (Attu: Thomas B. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (AWD: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Arthu Alicia M. Leonbard), in each case so as to be received no later than 4:88 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed overruled.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honosubia Robert D. Drain, United States Bankruptcy Judge, United Statet Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 510, New York, New York 10004, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Oure that cannot be resolved consumsually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and return fills form in the envelope provided to Kurtzman Carson Consultants LLC. 2335 Alaska Avenue, El Segundo, Catifernia 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January II, 2008. If you fall to timely return this form, your contract(s) or lease(s) will be assumed, or essumed and assigned, and you will be paid the Cure amount listed on Schodule 1 in new common stack of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

ASM Capital LP (usique at Argent distanctive Systems

Print Name:

Title:

Delphi Legal Information Website: Delphi Legal Information Hotline: Toll Free: (800) 718-5305 http://www.delphidocket.com International: (248) 813-2698

Dated: New York, New York December 10, 2007

> SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

John Wm. Butler, Jr. (JB 4711) George N. Panagakis (GP 9770) Ron E. Meisler (RM 3026) Nathae Stuart (NS 7872) 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606

- 886 -Kayalyo A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036

Attornoys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

> MIND000018 CN01493

0015/015

Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
48282	\$0.00
47298	\$2, <i>6</i> 29.01

\$	

Exhibit D

OURGENT.

图 001/015



Argent International, Inc. 41016 Concept Orive Plymouth, Michigan 48170 Tel: 734.582.9800 Fex: 734.582.3999 W6b; www.atgent-international.com

	O PLEASE REPLI
Fax Transm	ittal Sheet
	From: J. Berkinski
Company: ASM CAPITAL	Date: 1/15/08
Fax #: 5/6-224-6049	# Pages Including Cover: 15
Phone #:	Direct Dial #
RE:	
Comments:	

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 - WOODBURY, NY · 11797 PHONE: (516) 224-6040 FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

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PRINCIPAL CONTRACT

1.10344

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely
NAME
TITLE CFO
Transferor: MRA INDUSTRIES INC
Tei. (586) 954-0700
Fax (586) 954-0706
DATE
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me thisday of 20,
The foregoing instrument was acknowledged before me this day of 20, by
Signature of person taking acknowledgment
Name typed, printed, or stemped
Title or rank
Serial number (if applicable)

SOUTHERN DISTRICT OF NEV	V COURT V YORK		
		7.	
In re		;	Chapter 11
DELPHI CORPORATION, \underline{a}		;	Case No. 05-44481 (RDD)
	Debtors.	:	(Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on <u>Scheduly I</u> attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtaman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so us to be received by 7:00 p.m. (prevalling Eastern time) on January II, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrearages as set forth on Schreiule 1 (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

Step 1. Year, I agree with the Cure Amount fisted on Schodule 1 (complete Step 2 below) No. I disagree with the Cure Amount fisted on Schodule 1 (skip Step 2 and go to Step 3 below)

Step 2

general a	erion the Plan in its entirely, including Article 3.3 of the Plan governing treatment of second claims, and check one of the boxes below:
	I request payment of my Cure Amount in each (without postpetition inserest) as soon a reasonably procticable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpotition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

Step 3

If you checked the box in Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Step I indicating that you want to be puld to each, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fall to return this form by January 11, 2008 but though file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount suserted by the Dobtom will be controlling, you will be paid the Cure Amount in Plan currency is exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned, (continuo with Sup

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. \$6 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007. And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docker No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Hankruptcy Court's case filing system must file electronically, and all other pertiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfeet, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankroptcy Judge, One Bowling Green, Rosan 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel for the Debtora, Skadden, Arps, Slate, Meagher & Flore LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Art'n: John K. Lyons and Ron E. Meisler), (iii) counsel for the agent under the postpetition credit facility. Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'a: Donald Bernstein and Brien Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 19022 (Affin: Robert J. Rosenberg and Missk A. Broude), (v) comsel for the official committee of equity accurity holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 16004 (Att'n: Bounte Stringart), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appalouss Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Arth: Thomas B. Lauria) and White & Case LLP, 1155 Avenue of the Americae, New York, New York 19036 (Atth: Glenn M. Kurtz and Gregory Pryor), (vii) comed for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

Wachovia Financial Center, 200 South Biacoyne Boulevard, Sulte 4900, Miami, Florida 33131 (Attn. Thomas E. Laurin) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attn. John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Artn. Alicia M. Leonhard), in each case so as to be received an later than 4:00 p.m. (prevailing Eastern time) on the 36th day following the affective date of the Plan (the "Cure Objection Dendilne"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed overruled.

If there is a dispute regarding (i) the nature or amount of any Curo, (ii) the ability of the Reorganized Debtor or any assignce to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Fedge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Rosen 610, New York, New York 10004, at such data and time as the Court may schedule, and Care will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be, provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consecurally among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and return title form in the envelope provided to Kurtzman Careon Consultants LLC. 2335 Alaska Avenue, El Segundo, Culifornia 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (proveding Eastern time) on January 11, 2008. If you fall to timely return this form, your contract(s) or leuse(s) will be assumed, or assumed and assigned, and you will be paid the Cure emonal listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights affering in the proportions set forth in Article 5.2 and 10.

	The service of the big big by	abas set forth in Article 5.3 of the Plan.
Company Name	E ASM Capital LP Caragree of	MRA Industries) IMRA 7 Lister 5
Ву:	landworth)	MRA Industries) MRA, Industries
Print Name:	Adam Morkowtz	•
	Managing Mender	Daniel A. Newicki
4400,	1. meid2in2 1. 10mm/	CF0

Delphi Legal Information Hotline: Toli Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

LAC:

Dated: New York, New York December 10, 2007

> skadden, arps, slate, meagher & flom LLP

John Wm. Butler, Jr. (JB 4711) George N. Panagakis (GP 0770) Ron Z. Meisler (RM 3026) Nathan Stuan (NS 7872) 333 West Wacker Drive, Suite 2100 Chicago, Illimois 60606

- 20d Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors in Possession

4

Schedule 1

Contract(s) to be assumed and/or assigned:	Cure appoint:
SAG9010763	\$7,375.60
	\$\$\frac{1}{2}\$ \$\text{\$\frac{1}{2}\$ \$\text{\$\frac{1}{2}\$}\$ \$\$\
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	Tree to a reference from the language of the l

Send Checks Psynthin to ASM CAPITAL

ASM Capital 1600 Jentika Tumyske, Stille 302 Waydbury, NY 11797 Original Creditor:

Mra industries inc oft 33957 Dorexa Praser, MJ 48026

RD Number: KD185187365 FTI ID Number: CN00899 Barcode: 054648[U71270105255000991

60/60 30%4

64044

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Jan. 15. 2008 9:4344 MRA Indust Part 1 Pg 23 of 101



	FAX COVER SHEET
DATE:	1-15-08
To:	JSM Capatel / Doing Walfer
Гисла:	Dan Kraucke MAA
FAX #:	516 224 - 6049
TOTAL PA	GES (NICLIDANG COMED): 1/10

Coursers:		***************************************	,	* **********
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05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D

Jan. 15, 2008 9:43AM MRA Industries Pg 24 of 101

No. 3984 P. 2

Fax Transmittal Form

ASM CAPITAL

7600 1881CHO TURNYIKE, SUITE 302 - WOODBURY, NY - 11797 PHONE: (510) 224-6040- FAX: (516) 224-6049 BMALLI DWOIT-@ASMCapitul.com

A Board Member of the Trade Claim Buyers Association

Date:

January 11, 2008

To:

Daniel A. Nowicki

Company:

MRA INDUSTRIES INC

Re:

Delphi Automotive Systems LLC Bankruptcy

From:

Doug Wolfe

Tel:

(516) 224-6040 x-102 --

Fax:

(516) 224-6049

Émail:

DWolfe@ASMCapital.com

these to reciober: This message is intensed only for the use of the individual or unity to which it is addressed and may contain information that is privileged, confidential und/or except from disclosure under applicable law. Other than the intended templant, you am heavy notified that may therefore, distribution or copyling of the communication is strictly prohibbled.

1,200

Message: Please see attached.

The attached document is a standard cover letter we will be sending along with the Notice of Cure Amount that you had previously emailed to us. Please sign and resend that letter to us via fax or email.

The Notice of Cure is also attached.

Please fully execute the Notice of Cure. Please sign your name, print your name, and include your company name and your title. This information can be placed adjacent to Adam's Moskowitz's signature on the last page of the document.

Our fax number is 516.224.6049. You may also email me and please be sure to co: dwolfe@asmcaphal.com

It is urgent that we get this information as soon as possible.

Thank you so very much for your continued cooperation.

Please contact me with any questions or concerns.

CO /70 TONYA

NA Nor

PAGE 92

ASM CAPITAL

7609 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PRONE: (516) 224-6040 · FAX: (516) 224-5049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

Isnuary 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Turnpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/13/06 (the "Transfer Agreement"), whereby we ALPHI MANUFACTURING INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure

Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D

Part 1 Pg 27 of 101

ALPHI MANUFACTURING

PAGE 03

01/15/2008 10:33 5178497680

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely,
NAME PHILIP J. MARSHALLSAY POPTY
TITLE CFO
Transferor: ALPHI MANUFACTURING INC
Tel. (517) 849-9945
Fax (517) 849-7680
DATE
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me thisday of 20b produced
Signature of person taking acknowledgment
Name typed, printed, or stamped
Title or rank
Serial number (if applicable)

81/15/2808 10:33 5178497680

ALPHI MANUFACTURING

PAGE 04

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, OF EL.

Case No. 03-44481 (RDD)

Debtors,

(Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2807 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and maume or assume and assign the contract(s) listed on Schedule 1 attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurteman Carson Consultants LL.C., 2335 Alaska Avenue, El Seguado, California 99245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fall to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Pian for holders of allowed general unsecured claims.

The Debtora' records reflect the amounts owing for prepetition arrestages as set forth on Schodule i (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

Step 1

Please check one of the	beam below:
-------------------------	-------------

Yes, I agree with the Cure Amount listed on Schedule I (complete Step 2 below)

No. I disagree with the Cure Amount listed on Schoolele I (skip Step 2 and go to Step 3 below)

ALPHI MANLFACTURING

PAGE 05

Step 2

Beview the Plan in its entirety, lacinding Article 5.3 of the Plan governing treatment of general sussecured claims, and check one of the hoxes below: I request payment of my Cure Amount in cash (without postpolition interest) as soon as reasonably practicable ofter the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date") I request payment of my Cine Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or Jamesry 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

See 3

If you checked the box in Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Slep 2 indicating that you want to be paid in cash, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11. 2008. You must also file an objection that states with specificity your asserted Cure amount, incincing appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fell to return this form by January 11, 2008 but thatly file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Core Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(a) will be assumed, or assumed and assigned, (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankrupacy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. \$5 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007. And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filled with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or shy other Windows-based word processing forms), (d) be submitted in hard-copy form directly to the chembers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (l) Delphi Corporation, 5725 Delphi Drive. Troy, Michigan 48098 (Atta: General Counsel), (ii) counsel for the Debtors, Skadden, Asps, Slate, Mengher & Florn LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Atrin: John K. Lyons and Roo E. Meister), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Alfn: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of misecured creditors, Lethur & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Affo: Robert J. Resemberg and Mick A. Broude), (v) counsel for the official committee of equity security holders. Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 16004 (Attn: Bonnie Steingart), (vi) counsel for A.D. Acquisition Holdings, LLC e/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 1900, Miami, Florida 33131 (Atth: Thomas E. Laurin) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Auth: Clean M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Dal-Auto Investment Company, Ltd., White & Case LEP,

PAGE 88

Wechovia Financial Center, 200 South Biscayne Bouleverd, Suite 4900, Miami, Piorida 33131 (Att'n: Thomas S. Laurin) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Allois M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Desditer"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtot or my assignce to provide "adequate assurance of fature performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Ours will occur following the entry of a final order of the Bankraptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Oure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and return this form in the envelope provided to Kurtzzona Carsen Consultanta LLC. 2335 Aleaka Avense, El Segundo, California 96245, Att'n: Delphi Cure Claims, so as to be exceited by 7:00 p.m. (prevnithing Eastern time) on January 21, 2008. If you fall to timely return this form, your contract(s) or lesse(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on Schrobic 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

Copyled, L.P. (GIRGUE of Alphi Manufactura; Inc)

Prior Name:

PHILPS PARSHALLSAY Manasing Mend CFO

Delphi Legal Information Hotline: Tol! Free: (800) 718-5305

Title:

Delphi Legal Information Website: International: (248) 813-2698 http://www.delphidocket.com

PAGE 07

Detect: New York, New York December 10, 2007

> SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

John Win. Butler, Jr. (JB 4711) George N. Paringakis (GP 0776) Ron E. Meisler (RM 3026) Nathan Stuart (NS 7872) 333 West Wacker Drive, Suke 2100 Chicago, Illinois 60606

Kayaiya A. Marafloti (KM 9632) Thomas J. Matz (TM 5986) Four Times Squire New York; New York 10036

Attorneys for Debphi Corporation, et al., Debtors and Debtors in Possession _01/15/2008 10:33 5178497580

ALFHI MANUFACTURING

PAGE 08

Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
DD550011286	\$0.0
20550027263	\$43,458.1
0650027284	\$0.0
00550027285	\$0.0
005\$00272 86	\$102,548,1
0550027287	\$0.00
0550027288	\$0,00

Seed Checks Psychieto ASM CAPITAL

ASM Capital 1600 Isricha Tempike, Sume 302 Woodbury, NY 11797 Original Configure

ALPHI MANUFACTURING INC 576 BECK ST HONESVELE, MI 19250

RD Number: 8,0093063074 FTT ID Number: CN00659 Barede: 054448107192nt05742005062 5178497698

01/15/2000 10:33

Part 1 Pg 33 of 101

ALPHI MANUFACTURING

PAGE 01



576 Beck 5: Jonesville, MI 49250 Phone (\$17) 849-9945 Fax (\$17) 849-2556

Facsimile Cover Sheet

Date:	1/14/08
То;	Heather Berkowitz ec Dong Wolfe
From:	Heather Barkowitz ce Dong Wolfe Phatip Marshalbag
	Fax Number: 516 224 604 9 / 18
	Number of pages being sent including cover sheet: \mathscr{R}
	"If you have any questions or concerns regarding this fax transmission, please contact the sender.
	Comments: Sory 1 just pulled up your



Fax Transmission

P.O. Box 617, 19854 Eighth St. East, Sonoma, CA 95476 USA Phone (707) 996-5201 Fax (707) 996-3380

TO:

Doug Wolfe

ASM Capital

FM:

Valeria J. Messler

World Products inc.

DATE:

1/14/08

RE;

Delphi Mechatronics Systems Bankruptcy-Notice of Cure

Enclosed is the executed fax which you sent to us on January 11, 2008 at 3:35 PM requesting that we have it approved, executed and returned to you on January 11, 2008 by 7:00 PM, i.e., 25 minutes later. Unfortunately, we were unable to do that, but I have enclosed an executed copy of the fax. I have deleted the last sentence of each of the two full paragraphs on page 1 due to the fact that these statements seem to ask for legal conclusions (which we are not prepared to provide). I hope this serves your purposes.

Regards,

End of Message Page 1 of 9

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 1/27/06 (the "Transfer Agreement"), whereby we WORLD PRODUCTS INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Becammed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as—Transferor's attorney-in-fact and agent, Transferor railfies ASM's provious execution of the Cure Notice Form.

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this tetter may be publicly filed.

Sincerely,
NAME Valeria groves
TITLE LFO U
Trunsferor: WORLD PRODUCTS INC
Tel. (707) 996-5201
Fax (707) 935-6284
DATE 1-14-08
Acimowiedgement:
SYATE OF
COUNTY OF
The foregoing instrument was acknowledged before me this
produced as identification.
Signature of person toking acknowledgment
Name (yped, printed, or stamped
Title or rank
Serial number (If tupplicable)

United States Bankruptcy Court Southern District of New York			
うりょう けんぶていいしょしかな 明 サイドドル 手口 サイスキーティーチャン	*		
In re	:	Chapter It	
Delphi Corporation, 2 al.	;	Case No. 05-44481 (RDD)	·
Debtors.	;	(Jointly Administered)	
· · · · · · · · · · · · · · · · · · ·	x		,

NOTICE OF CURB AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solipitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Araended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filled by Delphi Corporation and its affiliated distors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors bereby provide notice of their intent to cure ("Cure") and assume or essume and assign the contract(s) listed on Schedule 1 attached bareto as provided in the Pian and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Corson Consultants LLC, 2335 Alaska Avenus, El Segundo, Cailfornia 90245, Ati'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lesse(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arreatages as set forth on Schodule I (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

1	· Emp.1
	Please check one of the boxes below:
	Yes, I agree with the Circ Amount listed on Schedule 1 (complete Step 2 below) No. I disagree with the Circ Amount Based on Schedule 1 (skip Step 2 and go to Step 3 below)

Step 2

Kauçeri si	eview the Plan in its entirety, including Article 5.3 of the Plan governing trenbuent of ascented claims, and check one of the boxes below:
<u>(</u>	I request payment of my Cure Amount in cash (without postpetition interest) as soon a ressoundly procticable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Position Date through the earlier of the Conformation Date or January 31, 2008 at the Michigan Stanstory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

Step 3

If you checked the box to Step 1 indicating that you disagree with the Cure Amount, or if you checked the box is Stop 2 ladicating that you want to be paid in cash, you must sign and return this notice so as to be received an or prior to 7:08 p.m. (prevailing Eastern time) on Japanery 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, as or before the 30th day following the effective date of the Pien. If you fell to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice verse, year objection will not be considered, the Cure Amount meerted by the Debters will be controlling, you will be puid the Cure Amount in Plan currency in exchange for, among other things, the releases set forth in Article II of the Pice, and your contract(s) will be expended, or assenced and assigned, (continue with Step

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing. (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 192(1) And 105 And Fed. R. Banks. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered Merch 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered usars of the Backruptcy Courts case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Formet (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Druitt, United States Rankouptoy Judge, One Bowling Green, Room 632, New York, New York 10064, and (e) he served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Astn: General Counsel), (ii) connect for the Debuxs, Skedden, Arps, State, Meagher & Florn LLP, 333 West Wacker Drive, Subs 2100, Chicago, Illinois 60506 (Atth. John K. Lyons and Ron E. Meisler), (iii) counsel for the agent under the postpection credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Aufn: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of accounted creditors, Latham & Watking LLP, 885 Third Avenue, New York, New York 10022 (Astra Robert J. Rosenberg and Mark A. Broads), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 19004 (Arriv: Bounds Staingart), (vi) comsel for A-D Acquisition Holdings, LLC to Appalouse Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Mismi, Florida 33131 (Attu: Thomas E. Lauris) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10636 (Atta: Olenn M. Kurtz and Gregory Pryor), (vii) counsel for Farlinger Del-Auto Investment Company, Ltd., White & Case LLP.

Wachevin Figureial Center, 200 South Biscayon Boulevard, Suite 4900, Miami, Florida 33131 (Affic Thomas S. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in cash case so as to be received so later than 4:00 p.m. (prevailing Eastern time) on the 18th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be desired overraled.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bunkruptcy Code) moder the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(a) or losse(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Core will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or atsumption and assignment, as the case may be provided however, that if there is a dispute as to the amount of Cure dua cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or losse for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants L.L.C. 2335 Aleska Avenue, El Segundo, California 90265, Att's; Delphi Cure Claims, so as to be acceived by 7:00 p.m. (prevailing Eastern firm) on January 11, 2008. If you fall to timely return this form, your contract(s) or lesse(s) will be essumed, or assumed and satigned, and yes will be paid the Cure among thefed on Schedgle 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 3.3 of the Plan.

Print Name:

Title:

Delphi Legal Information Hotline: Toli Free: (800) 718-5305

international: (248) 813-2698

Dalphi Legal Information Website: blip://www.delphidocket.com

Dated: New York, New York December 10, 2007

> SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP John Wm. Butler, Jr. (3B 4711) George N. Panagakis (GP 0770) Rop B. Meisler (RM 3026) Nathan Stuart (NS 7872) 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606

- and -Kayalyn A. Marefloti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 19036

Attorneys for Delphi Corporation, et al., Debtors and Debtors in Possession

Schedule 1

Cure emount:
<u></u>
\$7,084
\$52,930.8
\$57,757.6

Settl Chucks Payable to ABM CAPITAL

Original Condition

World Products INC 1964 8 ST EAST SONOMA, CA 95476

ASSE Capital 7600 Intoho Tumplice, Sains 992 Woodbury, NY 11797

> BD Number NRECORSET PTI ID Number CN01724 Sercode: 034448171220108306001646

SOUTHERN DISTRICT OF NEW			
		X.	
îd re		:	Chapter 11
delphi corporation, sigl		:	Cas No. 05-44481 (RDD)
	Debtors.	;	(Yolnthy Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) sufficilizing the Debtors to solicit volume on the Plan.

In accordance with the Solicitation Procedures Order, the Debters hereby provide notice of their intern to care ("Cure") and assume or assume and assign the contract(s) listed on <u>Sobsduje 1</u> attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Curson Consultants LLC, 2335 Almika Avenue, El Segundo, California 59245, Att'n: Delphi Cure Claims, so as to be received by 7:80 p.m. (prevailing Eastern time) on January 11, 2608. If you fell to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts awing for proposition engages as set forth on Schedule I (the "Cure Amount"). Please follow the four steps below and sign this notice to easure that you receive the Cure to which you are entitled.

Stag 1

•	ease abook one of the boxes below:
<u>J</u>	Yes, I agree with the Cure Amount listed on Schedule I (complete Step 2 below)
	No. I disagree with the Cure Amount listed on <u>Schodule 1</u> (akip Step 2 and go to Step 3 below)

ASM CAPITAL

7600 JERICHO TURNPIKE, SULTR 302 - WOODBLRY, NY - 21797 PHONE: [516] 324-5840- FAX: (516) 324-6849

A BOARD MEMBER OF THE TRADE CLAIM SUYERS ASSOCIATION

Section 11, 2008

BY FACSIMILE AND US MAIL

Doughts Wolfe, Esq.
General Counsel
ASM Capital
7600 Jericho Tumpike, Suite 302
Woodbury, NY 31787
(516) 224-6040 ext 102

Re: In m Delphi Corporation, et al. ("Delphi") Coso No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/6/06 (the "Transfer Agreement"), whereby we POLTRON CORPORATION ("Transferor") transferred to ASM Capital H.P. ("ASM") all right, title and interest in the claim or claims against Dolphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any core payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take each or plan currency for the case payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Assount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, detect December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be impuficient to validate the Care Notice Form and/or ASMs signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Care Notice Form on the Transferor's behalf. The foregoing power of anomely is limited solely to the execution of the Care Notice Form and shall not be construed as granzing ASM power of anomely for Transferor for any other purpose. By granzing ASM said power of anomely and appointing ASM as Transferor's attorney-in-fact and agent, Transferor satisfies ASM's previous execution of the Care Notice Form.

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	Signature of person taking acknowledgme	ti)			
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	The foregoing instruction was acknowledg	jed before me jihle	_ Gty of	20 by	
	STATE OF				Trails
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\$ •	DATE 200 15 20		•		
En entental	Tel (991) 202-6591 Sol- 2	846-997.2 Rh. 6-0002			
	Transferor POLITRON CORPORATE				
	THE Previden	h May			
•	Sincerely,	1. 2.	1		
1. 4. M. S.				.,	
	It is understood and insented b Delphi bankruptcy case in connection	y the Transferor that with the Claim and t	this letter may be used by A far this issuer may be excisie	ASM in the	

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
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<u>jo</u> t≰	:	Chapter 11
Delphi Corporation, e.u.	:	Case No. 05-4448; (RDD)
Debtors.	:	(Jointly Administrated)
**********	×	

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT
TO BE ASSUMED OR ASSUMED AND ASSESSED UNDER PLAN OF REORGANIZATION

FLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Bokurution Processors Order") (Decice No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Americal Joint Pian of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Procession (the "Pian"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit water on the Pian.

in accommence with the Solicitation Procedures Order, the Debters hereby provide access of their insect to case ("Cure") and assume or mounts and maign the occurrence(s) listed on <u>Schedule 1</u> attached hereto as provided in the Pian and the Disclosure Statement.

You must return this form in the suvelope provided to Kurtzman Carson Consultants
LLC, 2335 Alaska Avenue, El Seguada, California fill45, Att'm: Delphi Cure Claims, so
as to be received by 7:00 p.m. (prevailing Lastern time) on January 11, 2006. If you fall
to timely return this form, your contract(s) or lesse(s) will be ensumed, or assumed and
assigned, and you will be paid the cure amount listed on Schadule 1 in new common
stock of reorganized Delphi and rights to participate in the discount rights offering in
the proportions set forth in the Plan for holders of allowed general unfectured platma.

The Debtors' records reflect the amounts owing for prepetition arranges at set forth on Schedule 1 (the "Cure Amount"). Please follow the four views below and sign this notice to ansure that you receive the Cure to which you are entitled.

Sheel

Piesse check one of the barm below:

Yes, I space with the Cure Amount listed on Schooling I (complete Step 2 below)

No. I disagree with the Cure Amount thene on Schooling I (with Step 2 and go to Step 3 below)



481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 46 of 101

Step.1

Review the Pinn in its cottraty, including Article 5.3 of the Pinn governing treatment of punctul announced claims, and check one of the boxes below:

| request plyment of my Cure Amount in each (without postportions interest) as some and announced plyment of my Cure Amount in each (without postportions interest) as some annual contractions.

I request payment of my Core Amount in each (without postpetimes interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")

Exequent payment of my Oure Amount on the Distribution Date in the Pien currency afforded General Unseraned Claims, including postpetition interest from the Petition Date through the earlier of the Conformation Date or January 31, 2008 at the Michigan Statistory Rate (at) as defined in the Pien) (aids Step 3 and complete Step 4 below)

Sero.3

If you checked the box in Step 1 indicating that you disagree with the Care Amonic, or if you checked the box in Step 2 indicating that you want so be paid in cash, you must sign and return this notice so as to be received on or prior to 7:06 p.m. (prevailing Eastern Rate) on Inducary 13, 2008. You must also file an objection that states with specificity your asserted Cure amount, hadreding appropriate documentation thereof, an or before the 36th day following the effective date of the Plan. If you full to return this form by January 11, 2008 but simply the and serve an objection in accordance with the procedures entitled below, or vice verse, your objection will have be considered, the Cure Amonast asserted by the Dahrars will be controlling, you will be paid the Cure Amonast accordance with the procedures of the Dahrars will be controlling, you will be paid the Cure Amonast in Plan currency in orchange for, making other things, the release set forth in Article 11 of the Plan, and your contract(s) will be assumed, at more mad and assigned, (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the executation or the sammerous and satisfimment of the contract mast (a) he in writing, (b) conform to the Pederal Rules of Benkriptey Procedure, the Local Benkriptoy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. 48 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9005, 9007, And 9014 Establishing Considers Hearing Dates And Contain Notice, Case Management, And Administrative Procedures, seneral March 30, 2006 (Docket No. 2883), and the Eclipitation Procedures Order, (c) to filed with the Bankruptcy Count in accordance with General Coder 3d-742 (as amended) ... regimered smore of the Bankrupmy Count's case filting system area file electropically, and all other partiesto laternet must file on a 3.5 inch disk (professity in Portable Document Format (PDF), Wordferfeet, or may other Windows-based word processing formal), (d) be submitted in hard-copy form directly to the charabers of the Honorable Robert D. Drain, United States Barderspery Fudge, One Bowling Green, Room 632, New York, New York 19004, and (a) he served upon (i) Delphi Cosporation, 5725 Delphi Drive. Troy, Michigan 48098 (Atta: General Counsel), (ii) coursel for the Debura, Sindden, Arps, Siste, Mosgher & Flore LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Anta: John K. Lyons and Ron 5. Metalia), (iii) comment for the agent under the postperision credit facility, Davis Folk & Wardwell, 450 Lexington Avonce, New York, New York 10017 (Artn: Donald Bernstein and Brien. Passack), (iv) coursed for the official commisses of mesoured medicors, Lethon & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att's: Robert J. Rosenburg and Mark A. Broade), (v) commod for the afficial committee of equity security helders, Fried, Frank, Harris, Shriver & Lecolaton LLP, One New York Pleza, New York, New York 10005 (Arth: Bounds Steinmut). (vi) counsel for A-D Acquisition Holdings, LLC of Appaloom Management L.P., White & Case LLP, Wackovis Pinancia) Corter, 200 South Butanyon Boulevard, Suite 4900, Minmi, Florida 33131 (Asta: Thomas E. Leurin) and White & Cose LLP, 1155 Avenue of the American, New York, New York 10036 (All'm: Glass M. Kartz and Gregory Pryor), (vil) commel for Harbinger Del-Auto havestrasst Company, Ltd., White & Case LLP,

ED145571250 CH01035

Wachevin Financial Center, 200 South Biscopne Houseverd, Suite 4900, Minni, Floride 33131 (Astru: Thomas B. Leuria) and White & Clear LLP, 1155 Avenue of the American, New York, New York 10036 (Astru: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Arte: Alich Mr. Leonhard), in each one as so be received no later than 4:00 p.m. (prevailing Bastern time) on the 36th day fellowing the effective date of the Plane (the "Core Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be decined overtuled.

If there is a dispuse regarding (i) the same or amount of any Cure, (ii) the shifty of the Recognized Debter or any antiques to provide 'adequate ascurance of fourse performance' (within the mining of section 365 of the Rechriptcy Code) under the contract or lease to be assumed, or (iii) any offer matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing betwee the Romerable Robert D. Irrain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Sowling Green, Rosen 610, New York, New York 19004, at such date and thus as the Court may schedule, and Care will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and emigration, as the case may be; provided, however, that if there is a dispute as to the benefit of Oure that context be resolved consensably among the parties, the Debtors shall have the right to reject the context or lease for a period of five days after entry of a final coder cetablishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and cature this form in the expelops provided to Kurtzman Carson Consultant LLC, 2335 Alaska Avenue, 61 Segundo, Cultiornia 96245, Att's: Belphi Cure Claims, to us to be <u>received</u> by 7:00 p.m. (provailing Esotern time) on January 11, 2002. If you full to finally return this form, your tentract(s) or leve(s) will be returned, or assessed and assigned, and you will be paid the Cure amount listed an <u>Schodulo j</u> in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set farth in Article 5.2 of the Plan.

Company Numer ASM Capital III. P Congres of Police Day p

Print Name: Adam Mostacity

Tion Managing Mender

Delpiri Legal Information Hotline: Toll Pres: (800) 718-5305 International: (248) 813-2698 Delphi Legal Information Website: http://www.delphidockor.com

ED:1911150 CN:5035

Dated: New York, New York December 10, 2007

> SEADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

John Wiss. Sister, Jr. (#8 4781)
George N. Panagakis (GP 6770)
Rom B. Menaler (RIM 1026)
Nathan Steart (NS 7872)
333 West Wacker Drive, Shito 2100
Chicago, Illinois £0606

Kayalyn A. Maradori (KM 9632) Thomas J. Metz (TM 5986) Four Times Square New York, New York 10036

Anomeye for Delphi Corporation, <u>et al.</u>. Debtore and Debtore-in-Potention



Schedule 1

entract(s) to be assumed and/or assigned;	Carra nancontata
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05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D
Page 1 of 1

Doug Wolfe

From: poltroncorp01@sprintpcs.com on behalf of Voytek Fizyta [vfizyta@poltron.com]

Sent: Monday, January 14, 2008 1:67 PM

To: Doug Wolfe Subject: Delphi - Poltron

Doug,
Attached are requested documents.
Let me know if you need anything else.
Thanks,
Wojciech Fizyta
Pottron Corporation

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 363 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 5/4/06 (the "Transfer Agreement"), whereby we ARMADA RUBBER MFG CO ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement. Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Natice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor mtifies ASM's previous execution of the Cure Notice Form.

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely.	
NAME LAWRENCE B. WEYMOUTE JO	
TITLE PRESIDENT	
Transferor: ARMADA RUBBER MFG	CO
Tel. (586) 784-9135	
Fax (586) 784-5023	
DATE (-12. 2008	
Acknowledgement:	
STATE OF NI	
COUNTY OFMACOMB	
The foregoing instrument was acknowledged LAWRINGE B. WEYMOUTH JR [YOUR] produced	before me this 12 day of JANUARY 20 08 by FULL LEGAL NAME), who is personally known to me or who has as identification.
Robert & Borr	
Signature of person taking acknowledgment	
Name typed, printed, or stamped	ROBERT A. BOVA Notary Fublic, State of Michigan County of Macomb My Commission Expires Dec. 1, 2012 Acting in the County of
Title or rank	is an county of Tatorion to
Serial number (il applicable)	

UNITED STATES BANKRUPTCY COU SOUTHERN DISTRICT OF NEW YORK	रा	
	~~~~ X	
lo re	: Chapter 11	
DELPHI CORPORATION, @ al.	: Case No. 05-44481 (RD	D)
Debtors	:	,

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT
TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLBASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on <u>Schedule I</u> attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrearages as set forth on Schedule I (the "Cure Amount"). Piesse follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

# Please check one of the boxes below: Yes, I agree with the Care Amount listed on Schedule 1 (complete Step 2 below) No. I disagree with the Care Amount listed on Schedule 1 (skip Step 2 and go to Step 3 below)

#### Step 2

general u.	eview the Plan in its entirety, including Article 5.3 of the Plan governing treatment of assecured claims, and check one of the boxes below:
	I request payment of my Cure Amount in cash (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the earlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

#### Stop 3

If you checked the box in Step 1 indicating that you disagree with the Care Amount, or if you checked the box in Step 2 indicating that you want to be paid in cash, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Care amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fail to return this form by January 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Care Amount asserted by the Debtors will be controlling, you will be paid the Care Amount in Plan currency in exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(s) will be assumed, or assumed and assigned, (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (prefembly in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drein, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) he served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Florn LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John K. Lyons and Ron E. Meister), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Aich: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Aut'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 16064 (Att'n: Bonnie Steingert), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Attn: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

Wachoviz Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Att'n: Thomas E. Latria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Oure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

#### Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Ali'n: Delphi Cure Claims, so at to be received by 7:00 p.m. (prevaling Eastern time) on January 11, 2008. If you fall to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the Care amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

Company Name: ARHADA RUBBER MANUFACTURING COMPANY

Print Name: LAWRENCE B. ABTHOUTH

Title: PRESIDENT

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698 Delphi Legal Information Website: http://www.delphidocket.com

Dated: New York, New York December 10, 2007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

John Wm. Butler, Jr. (JB 4711)

George N. Panagakis (CIP 0770)

Ron E. Meisler (RM 3026)

Nathan Stuart (NS 7872)

333 West Wacker Drive, Suite 2100

Chicago, Illinois 60606

- and -Kayaiyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

# Schedule 1

Contract(s) to be assumed and/or assigne	d: Cure amount:
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05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D
Page 1 of 1

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#### **Doug Wolfe**

From: Robert Bova [rbova@armadarubber.com]

Sent: Saturday, January 12, 2008 11:03 AM

To: Heather Berkowitz

Cc: Doug Wolfe Subject: Notice of Cure

#### Heather/Doug

Please find the signed letter attached regarding the Delphi Notice of Cure. Please contact my office if you require additional information.

Robert Bova Controller Armada Rubber Mfg Company 586-784-9135

# ASM CAPITAL

7608 JERICHO TURNPIKE, SULTR 302 - WOODBURY, NY - 11797 PHONE: (516) 224-6060- FAX: (516) 224-6069

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

### BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbary, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 96-44481 (RDD) ("Case")

Dog Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 5/3/06 (the "Transfer Agreement"), whereby we DAA DRAEXLMARER AUTOMOTIVE OF AMERICA LLC ("Transferror") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferror transferred to ASM Capital, among other things, all right, title and interest of the Transferror to any oute payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are decaned by a count of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon. I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent. Transferor satisfies ASM's previous execution of the Cure Notice Form.

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Transferor: DAA DR. Tel. (864) 433-891		R AUTOMOTIV	E OF AMER	ICA LLC			
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Review the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general assessment claims, and check one of the boxes below: I request payment of my Care Amount in each (without postpolition interest) as soon as reasonably practicable other the Effective Date, but it any event no leter than 30 days uties the Effective Date (the "Distribution Date") I request payment of my Cure Amount on the Exemberion Date in the Plan commonly afforded General Unaccepted Claims, including postpetition interest from the Petition Dele through the eather of the Confirmation Date or James 31, 2008 at the Michigan Statutory Rule (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

Step 3

If you cheries the box is Sup I indicating that you disagree with the Cure Amount, or if you checked the tree in Step 2 indicating that you want to be pold in each, you must sign and return this mating so us to be received up or prior to 7:00 p.m. (prevailing Ranters time) on Inducery 11, 2008. You must also the an abjective that states with specificity your americal Cure amount, including appropriate decreases thereof, on at before the like day following the effective date of the Plan. If you full to return this forte by January 11, 2005 but finish the and serve on objection in accordance with the procedures entitled below, or vice warse, your objection will put he considered, the Cure Amount reported by the Debtors will be controlling, you will be paid the Chre Amount in Pier currency to exchange fee, among other things, the releases see forth in Article 11 of the Plan, and your contract(s) will be measured, or measured and arrighest (continue with Step 3 and nise complete Step 4 below)

Objection Proposition. Objections to the proposed Care Amount and/or the assumption or the assumption and estripment of the postract must (a) be in writing, (b) condem to the Federal Rules of Bunkruptcy Procedure, the Local Hanlemptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. \$6 102(1) And 105 And Fed. R. Bankr. P. 2002(18), 9006, 9007. And 9014 Establishing Ornollus Hearing Dates And Certain Notics, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Shallowplay Court in accordance with General Order 26-242 (as arounded) registered seem of the Bunkroptcy Courts one filing system must file electronically, and all other partiesin interest rough file on a 3.5 inch disk (preferably in Portable Document Formst (PDF), WordPerfect, or enty other Windows-broad word processing famust), (d) be submitted in hard-copy form directly to the charabers of the Honorable Robert D. Drain, United States Bankraphry Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) he served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48095 (Airta: General Coursel), (ii) counsel for the Debtors, Skudden, Aspe. State.

Michigar & Flom LLP, 333 West Wacker Drive, Scale 2100, Chicago, Blicole 60606 (Arro: John R.

Lynen and Ron E. Michigar), (iii) counsel for the apent under the postpetition credit facility, Davis Polit & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Artn: Donald Bernstein and Brian Research), (iv) connect for the official committee of moreowed creditors, Lethan & Wattries LLP, 885 Third Avenue, New York, New York 10022 (Affer Robert J. Rosenberg and Mark A. Broude), (v) connect for the official committee of equity security holders, Fried, Frank, Hurris, Shriver & Jacobson LLP, One New York Pleza, New York, New York 10004 (Arra: Bounde Stringart), (vi) counsel for A-D Acquisition Holdings, LLC of Appalouse Macagement L.P., White & Case LLP, Wachovia Financial Center, 206 South Bin syns Bonievani, Saine 4900, Minral, Florida 33131 (Affa: Thomas E. Lauria) and White & Case LLP, 1 155 Avenue of the Americas, New York, New York 10036 (Afthr. Glenn M. Kuttz and Guegary Pryor), (vii) counsel for Harbinger Del-Anto Investment Company, Ltd., White & Case LLP,

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Wachovia Financial Canter, 200 South Blacayna Bonlevard, Sulta 4900, Miama, Florida 33131 (Anta: Thornes E. Laurin and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'm: John M. Reits and Groupey Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Saiso 2100, New York, New York 10064 (Atta: Africa M. Leondard), in each case so as to be received an later than 6:60 p.m. (prevailing Eastern time) on the 3first day solicating the effective date of the Plan (the "Cure Objection Deadline"). Objections not timely filled and served in the manner set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the nature is amount of any Cure, (ii) the shilky of the Reorganized Debtor or my assignee to provide "adoquate cassessee of finare performance" (within the meaning of section 365 of the Baskruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and ensignment, of the contract(s) or icase(s), the Businesproy Court will consider a bearing before the Homershie Robert D. Drain, United States Bunkingstey Judges, United States Bunkruptcy Court for the Southern District of New York, One Berwing Green, Roun 510, New York, New York 10004, at such date and time at the Court may achedole, and Care will occur following the entry of a final order of the Bankrupley Court resolving the dispute and approving the essemption of excemption and antigeness, on the case may be; provided, however, fast if there is a dispute as in the amount of Chro that cannot be resolved consequently among the parties, the Debtors shall have the right to reject the cursuant or lease for a period of five days after entry of a final urder establishing a Core amount in excess of that provided by the Debtury.

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Sign and refers this form in the covelage provided to Environe Carses Consultants LLC, 2338 Alocka Avenue, El Segundo, Celliornia 98243, Att'n: Delphi Cure Cinime, so as to be received by 7:00 p.m. (green ling Emiters fine) on Isonary 11, 2005. If you fail to timely return this form, your contract(s) or inner(s) will be assumed, or assumed and surjectly and you will be paid the Care emerat listed on Schoolek I in new common stock of reorganized Delphi and rights to participate in the discount rights effering in the propertions set forth in Article 5.3 of the Plan.

in Capital LP Casagnes of DAN Office Impro- Automation of America) Print Name: Title:

Delphi Legal Information Hothi

Toll Free: (800) 718-5305 International: (248) 813-2698 Delphi Legal Information Website: http://www.delphidochet.com

Dated: New York, New York December 10, 2007

> skadden, arps, slate, meagher & flom LLP

Joba Wm. Butler, Jr. (3B 4711) George N. Panagakis (GP 0770) Ros B. Meialer (RM 3026) Nathur Street (NS 7872) 333 West Wacker Drive, Soite 2100 Chicago, Illinois 60606

Kayalyn A. Marafiod (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 18036

Atterneys for Deiphi Corporation, et al., Debtors and Debtors in Possession

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Schedule 1

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ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6649

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 4/26/06 (the "Transfer Agreement"), whereby we GOSHEN DIE CUTTING INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure

;

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely,
NAME Isa O brough
THIE Controller
Transferor: GOSHEN DIE CUTTING INC
Tei. (574) 533-3128
Fax (574) 537-8544
DATE
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me thisday of, 20
Signature of person taking acknowledgment
Name typed, printed, or slamped
Title or rank
Serial number (il applicable)

United States Bankruptcy Court Southern district of New York

in re

Chapter 11

DELPHI CORPORATION, of al.

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administrated)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

×

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankraptcy Court for the Southern District of New York (the "Bankraptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Dolphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possossion (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) sutherizing the Debtors to solicit votes on the Plan.

in accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on <u>Schedule 1</u> strached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the cavelope provided to Kurtzman Carson Commitants LLC, 2335 Alarks Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportious set forth in the Fian for holders of allowed general unrecured claims.

The Debtors' records reflect the amounts owing for prepetition erreanges as set forth on Schedule I (the "Cure Amount"). Please follow the four steps below and right this better to ensure that you receive the Cure to which you are entitled.

Step 1

Please check one of the boxes below:

Yes, I agree with the Cure Amount listed on Schedule 1 (complete Step 2 below)

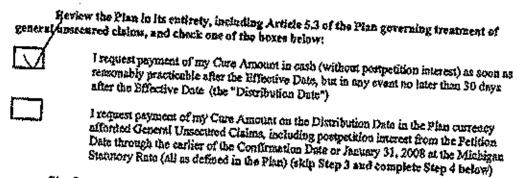
No, I disagree with the Cure Amount listed on Schedule 1 (skip Step 2 and go to Step 3 below)

ED00524587)

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Step. 2



Sten 3

If you checked the bex is Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid to cash, you must sign and return this notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure empant, including appropriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fail to return this form by Jamusry 11, 2008 but timely file and serve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount in Plan currency is exchange for, among other things, the releases set forth in Article 11 of the Plan, and your contract(e) will be assumed, or assumed and assigned (continue with Step

Objection Procedures. Objections to the proposed Curs Amount and/or the assumption or the assumption and assignment of the conteset must (a) be in writing, (b) conform to the Poderal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. 65 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007. And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankroptey Court in accordance with General Order M-242 (as attended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest most file on a 3.5 tach disk (preferably in Portable Document Format (PDF), WordPerfect, or may other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (c) be served upon (i) Delphi Corporation, 5725 Delphi Drive. Troy, Michigan 48098 (Au'n: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Shite, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Art's: John K. Lyons and Ron E. Meisler), (iii) counsel for the agent under the postpetition credit facility, Davis Poll: & Wardwell, 450 Loxington Avenue, New York, New York 10017 (Actn: Donald Burnstein and Brian Resnick), (iv) counsel for the official committee of ansecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Arrig: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Striver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Anh: Bonnie Steingart), (vi) comusel for A-D Acquisition Holdings, LLC c/o Appaleosa Management L.P., White & Case LLP, Wachovin Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Antu: Thomas E. Laurin) and White & Case LLP, 1135 Avenue of the Americas, New York, New York 19036 (Auth: Gloom M. Kortz and Gregory Pryor), (vil) countel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,



01-16-08:12:52PM:

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Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Atth: Thomas E. Lourin) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10035 (Ast'n: John M. Reiss and Grogory Pryor), and (vill) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (An'n: Alicia M. Leonhord), in each case so as to be received no later than 4:00 p.m. (prevniling Eastern time) on the 36th day following the effective date of the Plan (the "Cure Objection Descline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of fature performance" (within the meaning of section 365 of the Bankruptoy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a bearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Count for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Ours will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a fenal order establishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and return this form is the cavelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenne, El Segundo, California 90265, Ate'a: Delphi Cure Cisines, so se to be received by 7:00 p.m. (prevolling Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate is the discount rights offering in the proportions set forth in Article 5.3 of the Plan.

Company Name: Lesses of 600 and)

Priot Name;

Jew Obrazioa Teri Obrazda

Title:

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305

International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocker.com

RID025245873

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Dated: New York, New York December 10, 2007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
John Wm. Buder, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
Nathan Stuart (NS 7872)
393 West Wanker Drive, Suite 2100
Chicago, Hilpois 60606

- and Keyalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Atterneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

RD005145873
CH00497

01-16-08:12:52PM;

8/10

Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
D0550006843	\$5,103,00
(205500)11499	\$9,00
1508 80015003	\$0,60
DQ5.505(206)	\$0.00
Do\$\$oo1zqq\$	\$466.56
200550012007	\$0.40
D0550074311	\$2,845,28
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	VIII.
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05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 73 of 101

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GOSHEN N.465235

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Page 1 of 1

Doug Wolfe

ment make beginning the control of the country of the particular of the country of From: Teri Olyazda (tohrazda@gdo-corp.com) Sent: Thursday, January 10, 2008 9:50 AM

To: Doug Wolfe

Subject: FW: Delphi Cure Notice

--Original Message--From: Beth Rastz [milito:bethr@gdc-corp.com] Sent: Thursday, January 10, 2008 8:10 AM To: Teri Ohrazda Subject: FW: Delphi Cure Notice

From: Romelia A. Edwards [mhilto:REdwards@kedib.com] Sent: Wednesday, January 09, 2008 12:55 AM Tot Seth Reatz Subject: Delphi Cure Notice

Per your request, attached please and a duplicate original Cure Notice for GDC. The deadline is this Friday, January 11, 2008 by 7:00 p.m. (ET). That means our offices need to actually be in receipt of the hotices by that deadline. You may overnight them to our offices at the same address listed on the notice.

Piease let me know if I can be of further assistance. Thank you.

Romella Edwards Kurteman Canson Consultants 2336 Alaska Avenup El Segundo, CA 90245 Direct (310) 751-1816 Fex: (310) 751-1866 redwards@kcclic.com www.kcclic.com

DISCLAIMER;
Any laboration and explosions is confidential and may be legally printeged, it is intended for the recipient and its authorities against only. The suffice believes the intermeten hereis to be reliable and promise, but (automise Carbon Caracitiants I.C makes no soundary or representation at the legality completeness, despired from visuos or errors in terms of the process of the sufficient, any opinions depressed hereis are processed authorities. If you have received that message and are not the intended recipient, please contect the terminal and delete any copies you may have received.

1/10/2008

GDC, INC. GOSHEN, IN FAX: 574-537-8544:

DATE:
ATTENTION: boug wolfe.
COMPANY: ASM Capital
FAX NUMBER: 516 - 224 - 6049

FROM:
GDC, INC
GOSHEN, INDIANA
FAX: 574-537-8544
Phone: 574-533-3128 extension 336
see attached

,

Jan 16 08 08:58a Joseph Riggs

925-798-1678

8.9

ASM CAPITAL

769# JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodhury, NY 11797 (516) 224-6040 ext 102

Ro: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/28/06 (the "Transfer Agreement"), whereby we FANSTEEL INTERCAST ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement. Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited xolely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 77 of 101

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Joseph Riggs

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PAGE 84/89

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincertery,
NAME Juphallage
TITLE IFELENCES
Transferor: FANSTEEL INTERCAST
Tel. (847) 689-4900
Pax (847) 689-4555
DATE
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me this day of, 20 by
produced as identification,
Signature of person taking acknowledgment
Name typed, printed, or stemped
Title or rank
Scriel number (il applicable)

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 78 of 101

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Joseph Riggs

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PAGE 85/89

SOUTHERN DISTRICT OF NEW YORK		
	X	
in re	:	Chapter 11
DELPHI CORPORATION, gt 81.		Case No. 05-44481 (RDD)
Debtons.	:	(Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Sollcitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Centain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to care ("Cure") and assume or sample and assign the contract(s) listed on Solicital, Lattached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, Cailfornia 90245, Att'n: Delphi Care Claims, so as to be received by 7:00 p.m. (provalling Eastern time) on January 11, 2563. If you fall to timely return this form, your contract(a) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general ansecured claims.

The Debtors' records reflect the amounts owing for prepetition arreatages as set forth on Schodule 1 (the "Cure Amount"). Please follow the four steps below and sign this natice to ensure that you receive the Cure to which you are entitled.

Step 1

* leave	check one of the boxes below:
	Yes, I agree with the Cure Amount listed on <u>Schedule 1</u> (complete Step 2 below) No. I disagree with the Cure Amount listed on <u>Schedule 1</u> (skip Step 2 and go to Step 3 below)

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 79 of 101

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Joseph Riggs

925-798-1678

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ASM

PAGE 86/89

Stop 2 viow the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general answerred claims, and sheek one of the boxes below: I request payment of my Cure Amount in each (without postpetition interest) as soon as reasonably proceduable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date") I request payment of my Core Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Desc through the earlies of the Confirmation Date or January 31, 2008 at the Michigan Standory Rote (all as defined in the Plan) (akip Step 3 and complete Step 4 below)

Step 3

If you checked the box in Step I indicating that you disagree with the Care Amount, or if yen checked the box in Step 2 instruction that you want to be paid in cash, you must sign and return this notice so as to be received an or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also flie an objection that states with specificity year assested Cure amount, including apprepriate documentation thereof, on or before the 30th day following the effective date of the Plan. If you fall to return this form in fantary 11, 2008 but finely file and serve an objection in accordance with the proceedings that well of vice verse, your objection will not be considered, the Cure Amount amount an extend by the Debtors will be controlling, you will be paid the Cure Amount in Plan currency in orchange in a manual other things, the releases set forth in Article Il of the Plan, and Just contract(s) will be attended, or assumed and astigned, (continue with Step 3 and also complete Step 4 below)

Delection Proceedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and antigement of the contract most (a) he in writing. (b) conform to the Pederal Rules of Bankruptcy Procedure, the Local Hankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 197(1) And 105 And Fed R Banks, P. 2002(m), 9006, 9007, And 9014 Establishing Omeribus Hearing Gates And Castain Notice, Case Management, And Administrative Procedures, entered March 30, 2006 (Docker No. 2883), and the Sufficient Procedures Order, (c) be filed with the Bankruptcy Court A. Specialance with General Order M-242 (as arounded) registered users of the Bankauptey Courts case thing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (professely in Forable Comment Format (PDF), WordPerfect, or any other Windows-based word processing thereth, (2) be substitled in herd-copy form directly to the chambers of the Honorable Robert D. Mann, Luned Busines Sandaupter Judge, One Bowling Green, Room 632, New York, New York 10094, and (a) he surved upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Anth: General), (2) account for the Debtors, Standen, Arps, Slate, Meagher & Florn LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attin: John K. Lyons and Ron B. Meisler), (iii) counsel for the agent under the postpetition credit facility. Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Auth: Donald Bernstein and Brian Remick), (iv) course for the official commutee of ansocured creditors, Latham & Watkins LLP, 885 Third Avenue New York, New York 1932, (Arth. Robert J. Roscoberg and Mark A. Broude). (v) counsel for the official committee of equity occuries helders. Fried Frank Herris. Shriver & Jacobson LLP. One New York Plaza, New York, New York 10004 (Artie: Remain Statement), (vi) counsel for A.D. Acquisition Holdings, LLC of appraised Management L.F. White & Case LLP, Wachovin Financial Center, 200 South Bierspre Scuisvard, Suise 4900, Miame, Floride 13171 (Arch: Thomas E. Lauria) and White & Case LLP. 1155 Avenue of the Americas, New York, New York 10036 (Auth: Glenc M. Kurz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto luvestment Company, Ltd., White & Case LLP,

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 80 of 101

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Joseph Riggs

925-798-1678

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PAGE 68/69

Dated: New York, New York December 10, 2007

> Skadden, arps, slate, meagher & flom LLP

John Wm. Botler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
Nothan Stuart (NS 7872)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Filed 02/19/08 Entered 02/19/08 17:36:19 05-44481-rdd Doc 12732-7 Exhibit D Part 1 Pg 81 of 101

Jan 16 08 08:56a 3:50a Joseph Riggs 925-798-1678 01/15/2009 00:42 \$162248849

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PAGE 81/88

Fax Transmittal Form

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 - WOODBURY, NY - 11797 PHONE: (316) 224-6660 FAX: (316) 224-6049 BMAIL: Dwolfe@ASMC+pital.com

A Board Member of the Trade Claim Buyers Association

Date:

January 11, 2008 January 16, 2008

To:

77Joe Riggs

925-798-1678

Company:

FANSTEEL INTERCAST

Re:

Delphi

Medical

Systems Celerado

Corporation

From:

Bankrupte

Doug Wolfe

Tel:

(516) 224-6040 x-102

Fax:

(516) 224-6049

Email:

DWoHe@ASMCapital.com

high to technism. This recover is intended only for the size of the individual or entry to which it is subtracted, and may contain information that is privileged, confidential audior except from discharac mater applicable law. Other than the intended recipions, you are hereby notified that any dissentantion, distribution to company of this communication is arrively prohibited.

Message: Please see attached.

Dong. Sorry for the delay in getting This handled. But regards.

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (\$16) 224-6040 · FAX; (\$16) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 3/10/06 (the "Transfer Agreement"), whereby we INDUSTRIAL DIELECTRICS INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure Notice Form.

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

Sincerely,
NAME Z_Q_
TITLE ca
Transferor: INDUSTRIAL DIELECTRICS INC
Tel. (317) 773-1766
Fax (317) 773-3877
DATE 1/14/08
Acknowledgement:
STATE OF
COUNTY OF
The foregoing instrument was acknowledged before me this day of 20 by produced as identification.
Signature of person taking acknowledgment
Name typed, printed, or stemped
Tille or tenk
Serial number (if applicable)

UNITED STATES	BANKRUPTCY	COTRY
SOUTHERN DIST	RICT OF NEW V	ሳርነውም የርነውም

In ro

Chapter 11

DELPHI CORPORATION, MAL.

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

NOTICE OF CURB AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED OR ASSUMED AND ASSIGNED LINDER PLAN OF REORGANIZATION

PLHASE TAKE NOTICE that on December 10, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Cartain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to cure ("Cure") and assume or assume and assign the contract(s) listed on Schedule 1 attached hereto as provided in the Plan and the Disclosure Statement.

You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Plan for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arrearages as set forth on Schedule 1 (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitted.

Step j

Please check ane of the boxes below:

Yes, I agree with the One Amount listed on Schedule 1 (complete Step 2 below)

No, I disagree with the Cum Amount listed on Schedule 1 (akip Step 2 and go to Step 3 below)

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Step 2

Reneral un	view the Plan in its entirety, including Article 5.3 of the Plan governing treatment of secured claims, and check one of the boxes below:
	I request payment of my Cure Amount in cash (without postpetition interest) as soon a reasonably practicable after the Effective Date, but in any event no later than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cure Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the carlier of the Confirmation Date or January 31, 2008 at the Michigan Statutory Rate (ni) as defined in the Plan) (skip Step 3 and complete Step 4 below)
	-

Step 3

If you checked the box in Step 1 indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in each, you must sign and return tibls notice so as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your asserted Cure amount, including appropriate documentation thereof, on or before the 30th day following the effective date of the Pian. If you fall to return this form by January 11, 2008 but timely file and sorve an objection in accordance with the procedures outlined below, or vice versa, your objection will not be considered, the Cure Amount asserted by the Debtors will be controlling, you will be paid the Cure Amount in Pian currency in exchange for, among other things, the releases set forth in Article 11 of the Pian, and your contract(s) will be assumed, or assumed and assigned. (continue with Step 3 and also complete Step 4 below)

Objection Procedures. Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Henerable Robert D. Drain, United States Bankruptcy Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Floro LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John K. Lyons and Ron E. Meister), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (After: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Lathara & Watkins LLP, 885 Third Avenue, New York, New York 19022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 19004 (Attn: Bonnie Steingert), (vi) counsel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Minmi, Florida 33131 (Atth: Thomas E. Laurin) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attn: Glenn M. Kurtz and Gregory Pryor), (vii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

Dated: New York, New York December 10, 2007

> skadden, arps, slate, meagher & flom LLP

John Wm. Butler, Jr. (JB 4711) George N. Panagakis (GP 0770) Ron B. Meisler (RM 3026) Nathan Stuart (NS 7872) 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606

Kayalya A. Maraficti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, at al., Debtors and Debtors-in-Possession

Schedule 1

Contract(s) to be assumed and/or assigned:	Cure amount:
700550042920	\$2,839,20 ×
D0550044482	\$2,563,20
D0558046704	\$33,852,00~
D0350064729	\$2,733.60
D0550077340	\$0.00
D0550078974	50.00

Wachevie Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florids 33131 (Attn: Thomas E. Leuria) and White & Case LLP, 1155 Avenue of the Americae, New York, New York 10036 (Attn: John M. Reiss and Gregory Pryor), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Plan (the Cure Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed evertuled.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignee to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankruptcy Code) under the contract or lease to be assumed, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankruptcy Court will conduct a hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and Cure will occur following the entry of a final order of the Bankruptcy Court resolving the dispute and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Cure that cannot be resolved consensually among the parties, the Debtors shall have the right to reject the contract or lease for a period of five days after entry of a final order establishing a Cure amount in excess of that provided by the Debtors.

Step 4

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so as to be received by 7:00 p.m. (prevailing Eastern time) on January 11, 2008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the Cure amount listed on Schedule 1 in new common stock of reorganized Delphi and rights to participate in the discount rights effering in the proportions set forth in Article 5.3 of the Plan.

Company Name: As M. Capitalil (assignee of Indistrial Dielection In

By: That of Laurence R. Hease

Print Name: Allow Mashouth Talustrial Dielectrics

Title: Managing Mr. A. Talustrial Dielectrics

Delphi Legal Information Hotline: Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

Fax Transmittal Form

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE JO2 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · PAX< (516) 224-6049 BMAIL: Dwolle@A5MCapital.com

A Board Member of the Trade Claim Buyers Association

Date:

January 11, 2008.

To:

Laurence R. Henss

Company:

INDUSTRIAL DIELECTRICS INC

Re:

Delphi Automotive Systems LLC Bankruptcy

From:

Doug Wolfe

Tel:

(516) 224-6040 x-102

Fax:

(516) 224-6049

Email:

DWolfe@ASMCapital.com

Hots, to recipient: This message is intended only for the use of the individual or entity to which it is addressed, and may contain information that is privileged, confidential and/or exemps from disclosure under applicable law. Other than the intended recipient, you are becely notified that any discensionalistic, distribution or copyling of this communication is tricity problibited.

Message: Please see attached.

1/15/2008 11:11 AM TROME BYOKE SPRING BYOKE SPRING CO., INC. TO: +1 1514) 2210049 PAGE: ONE OF C10

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PRONE: (516) 224-6040 · FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about \$/1/06 (the "Transfer Agreement"), whereby we MYERS SPRING CO INC ("Transferor") transferred to ASM Capital L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any cure payments to be made by Delphi Corporation and/or my of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Care Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Care Notice Form on the Transferor's behalf. The foregoing power of attorney is limited golely to the execution of the Care Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Care Notice Form.

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 91 of 101

1/15/2000 11:47 AK FROM Myoor Spring Myoor Spring Co., Inc. TO: (1 1536) 2246049 PAGE: ODS OF DIA It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed. Sincerely, NAME Transferor: MYERS SPRING CO INC Tel. (574) 753-5105 Fax (574) 722-5902 Acknowledgement: STATE OF _____ COUNTY OF _____ ___ as locatification, Signature of person taking ecknowledgment Name typed, printed, or stamped Title or rank

Serial number (If applicable)

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 92 of 101

1/19/2008 11:47 AK (TROM: Nyato Spring Myeto Spring Co., Inc. TQ: +1 (516) 2246549 PAGE: 000 OF 610

United States Bankruptcy Court Southern district of New York

bre

Chapter 11

DELPHI CORPORATION, SI MA

C240 No. 05-44481 (RDD)

Debton.

(Jointly Administered)

NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT
TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION

PLEASE TAKE NOTICE that on December 10, 2007 the United States Bankrupicy Court for the Southern District of New York (the "Bunkrupicy Court") transact an order (the "Solicitation Procedures Order") (Docket No. 11389) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

In accordance with the Solicitation Procedures Order, the Debtors hereby provide notice of their intent to care ("Cure") and assume or assume and assign the contract(s) listed on <u>Schedule 1</u> attached bereto as provided in the Plan and the Disciouse Statement.

You must return this form in the envelope provided to Kurtzman Carson Comultants LL.C, L335 Alaska Avenue, El Segundo, California 90245, Alt'n: Delphi Cure Cisims, so as to be received by 7:60 p.m. (prevailing Fasiern time) on January 11, 1008. If you fail to timely return this form, your contract(s) or lease(s) will be assumed, or assumed and assigned, and you will be paid the cure amount ilsted on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the proportions set forth in the Figu for holders of allowed general unsecured claims.

The Debtors' records reflect the amounts owing for prepetition arreasages as set forth on Schedole 1 (the "Cure Amount"). Please follow the four steps below and sign this notice to ensure that you receive the Cure to which you are entitled.

Pieru	check one of the boxes below:
	Yes, I agree with the Cure Amount listed on Schedule i (complete Step 2 below) No. I disagree with the Cure Amount listed on Schedule i (skip Step 2 and go to Step 3 below)

1/15/2000 11:07 AN FROM Hyper Spring Myren Spring Co., Inc. FO: +1 (516) 2244019 PAGE: 867 CV 030

Step 2

general at	eriew the Plan in its cotterty, including Article 5.3 of the Plan governing treatment of Secured claims, and check one of the boxes below:
	I request payment of my Cure Amount in each (without postpetition interest) as soon as reasonably practicable after the Effective Date, but in any event no inter than 30 days after the Effective Date (the "Distribution Date")
	I request payment of my Cine Amount on the Distribution Date in the Plan currency afforded General Unsecured Claims, including postpethion interest from the Petition Onte through the earlier of the Confirmation Date or Japanry 31, 2008 at the Michigan Statutory Rate (all as defined in the Plan) (skip Step 3 and complete Step 4 below)

<u> 8400.3</u>

If you checked the box is Stop I indicating that you disagree with the Cure Amount, or if you checked the box in Step 2 indicating that you want to be paid in cash, you must sign and return this notice to as to be received on or prior to 7:00 p.m. (prevailing Eastern time) on January 11, 2008. You must also file an objection that states with specificity your especied Cure amount, lacinding appropriate documentation thereof, on or before the 36th day following the effective date of the Plan. If you fall to return this form by January 11, 2008 but finely file and serve an objection is sucordance with the procedures outlined below, or vice reass, your objection will not be considered, the Cure Amount asserted by the Dobtore will be controlling, year will be paid the Care Amount in Plan currency in exchange for, among other things, the releases sat forth in Article il of the Plan, and your contract(s) will be accurated, or assumed and assigned. (contiaus with Step

Objection Procedures Objections to the proposed Cure Amount and/or the assumption or the assumption and assignment of the contract must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. \$\$ 102(1) And 105 And Ped. R. Bankr. P. 2002(m), 9006, 9007, And 9614 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, oriered Merch 20, 2006 (Docket No. 2883), and the Solicitation Procedures Order, (c) be filed with the Bankraptey Court in accordance with General Order M-242 (as arounded) registered ment of the Bankruptcy Court's case filing system must file electronically, and all other partiesin-interest must file on a 3.5 inch disk (preferably in Portable Document Formst (FDF), WordPerfect, or any other Windows-based word processing frames), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Santrapley Judge, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive. Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel for the Debtora, Stockfen, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60506 (Att'n: John K. Lyons and Ron E. Meleler), (iii) counsel for the agent under the partpetition credit facility, Davis Polic & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Atra: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latinara & Walting LLP, 885 Third Avenue, New York, New York 10022 (Atta: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Artn: Bounie Steingart), (vi) counsel for A-D Acquisition Holdings, LLC of Appeloose Menagement L.P., White & Case LLP, Wachovia Financial Center, 200 South Blickyne Boulevard, Suite 4900, Miserii, Floridz 33131 (Atta: Thomas E. Luniz) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 19036 (Afric: Glean M. Kurtz and Gregory Pryor), (vil) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP,

1/15/3000 11:47 KK PROMI Hyper Spring Kynes Spring Co., Inc. TO: +1 4516) 22/5049 PAGE: 008 OF 016

Wachovin Financial Center, 200 South Blacayne Boulevard, Suite 4900, Miaml, Florida 33131 (Attin: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Attin: Julia M. Reiss and Gregory Pryor), and (vili) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attin: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the 30th day following the effective date of the Piam (the "Curo Objection Deadline"). Objections not timely filed and served in the manner set forth above will not be considered and will be deemed oversuled.

If there is a dispute regarding (i) the nature or amount of any Cure, (ii) the ability of the Reorganized Debtor or any assignor to provide "adequate assurance of future performance" (within the meaning of section 365 of the Bankraptcy Code) under the contract or lease to be assurance, or (iii) any other matter pertaining to assumption, or assumption and assignment, of the contract(s) or lease(s), the Bankraptcy Court will conduct a hearing before the Honorabie Robert D. Drain, United States Bankraptcy Court for the Southern District of New York, One Bowling Oreen, Room 610, New York, New York 10004, at such date and time as the Court may schedule, and approving the assumption or assumption and assignment, as the case may be; provided, however, that if there is a dispute as to the amount of Ours that cannot be recoived concensually among the parties, the Debtors shall have the right to reject the comment or lease for a period of five days after entry of a final order establishing a Ours amount in excess of that provided by the Debtors.

Stop 4

Sign and return this form in the savelope provided to Kurtzman Careen Consultants LLC, 2335 Alaeka Avenue, El Segundo, Celifornia 90245, Att's: Debthi Cure Cleims, so as to be received by 7:00 p.m. (prevalling Eastern time) on January 11, 2008. If you fail to timely return this form, year contract(s) or lease(s) will be arrained, or assumed and assigned, and you will be paid the Care amount listed on Schedule I in new common stock of reorganized Delphi and rights to participate in the discount rights offering in the propositions set forth in Article 5.3 of the Plan.

Company Name: ASM Count LP (119 Me of Myers Spring (o In)

By: Alam Motor Danie Balbs

Print Name: Adam Mostoritz JADICE BABB

Delphi Legal Information Hotline: Tell Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidockel.com

FINANCIAL MANAGER

Title:

Dated: New York, New York December 10, 2007

> skadden, arps, slatb, meacher & flom LLP

John Wm. Butler, Jr. (1B 4711) George N. Panogakis (GP 0770) Ron B. Meisler (RM 3026) Nethan Stuart (NS 7872) 333 West Wacker Drive, Soite 2100 Chicago, (Uinofe 60606

- 26d Kayuhn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, at girl Debtors and Debtors in-Possession

89/88 3944

1/15/2008 17:67 AK PROK: Myock Spring Myock Spring Co., Inc. TO: +1 (816) 824-019 PROM: 010 OF C10

Schedule 1

Contract(s) to be assumed and/or assigned:	Cure atmount:
D0550014487	\$6.60
D055001448B	\$0.00
0055001448 9	\$0.00
D0550014490	· \$0.00
D0550014491	\$793.01
D0550614493	\$0.00
D0556014484	\$0,00
Q0550014496	50.00
D0560014497	. \$0.00
D0550014498	\$0.00
D0550014500	. \$0.00
D0550072815	\$318.80
00550074261	\$1,300.00
00550077384	83.882

Send Checks Peyable to ASM CAPITAL

ASSA Capital 7600 lenoto Terapiko, buto 307 Woodbury, NY 13797 Original Oversion

neyers eprend to dic ept tid water by Logansport, in 4647

RD Norther RECOSAGES FTI ED Norther CHINGIO Bartodo: 0544481071220105255001(05

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 97 of 101

1/15/1909 | 11:47 KM PRCM: Myers Spring Myore Spring Co., Inc. 10: +5 (\$16) 2245049 PAGE: CD1 OF 010

Myers Spring Co., Inc. 720 Water Street Logansport, IN 46947

fax

To:

ASM Capital

Fax Number:

+1 (516) 2246049

From:

Janice Babb

Fax Number:

574,722,5902

Business Phone:

574,753,5105 Ext. 229

Home Phone:

Pages:

10

Date/Time:

1/15/2008 11:47:55 AM

Subject:

Altn: Doug Wolfe

1/15/2008 11:49 AM PROM: Myors Spring Myors Spring Co., Inc. For +1 (516) 12:4009 FAGE: 077 OF 510

Fax Transmittal Form

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 - WOODBURY, NY - 11797 PHONE: (516) 224-6040 - PAXI (516) 224-6049 EMAIL: DWOITE & ASM Capital, com

A Board Member of the Trade Claim Buyers Association

Date:

January 11, 2008

To:

Janice Babb

Company:

MYERS SPRING CO INC

Re

Delphi Automotive Systems LLC Bankruptcy

From:

Doug Wolfe

Tel:

(516) 224-6940 x-102

Fax:

(516) 224-6049

Email:

DWolfe@ASMCapital.com

that is making. This makeup it introduct only for its use of the inclusivel or early to which it is addressed, and any contain information that is privileged, confidencial analyse exempt from algebraic trades applicable less. Other than the intended recipion, you are horsely madified that any distantianism, eleptionless or copyring of this communication is relately prohibited.

Message: Please see attached.

1/15/2008 11:47 PM FROM: Hyers Spring Hyers Spring Co., Inc. TO: 41 (516) 224(500) PAGE: 503 OF 510

The attached document is a standard cover letter we will be sending along with the Notice of Cure Amount that you had previously emailed to us. Please sign and resend that letter to us via fax or email.

The Notice of Cure is also attached,

Please fully execute the Notice of Cure. Please sign your name, print your name, and include your company name and your title. This information can be placed adjacent to Adam's Moskowitz's signature on the last page of the document.

Our fax number is 516.224.6049. You may also email me and please be sure to ce; dwolfe@asmcapital.com

it is urgent that we get this information as soon as possible.

Thank you so very much for your continued cooperation.

Please contact me with any questions or concerns.

IO:UTTUMCE

194-11-5076 11:548ff From: 5162246049

ASM CAPITAL

7600 JERICHO TURNPIKE, SUITE 302 · WOODBURY, NY · 11797 PHONE: (516) 224-6040 · FAX: (516) 224-6049

A BOARD MEMBER OF THE TRADE CLAIM BUYERS ASSOCIATION

January 11, 2008

BY FACSIMILE AND U.S. MAIL

Douglas Wolfe, Esq. General Counsel ASM Capital 7600 Jericho Tumpike, Suite 302 Woodbury, NY 11797 (516) 224-6040 ext 102

Re: In re Delphi Corporation, et al., ("Delphi") Case No. 06-44481 (RDD) ("Case")

Dear Mr. Wolfe:

Reference is made to that certain Assignment of Claim Agreement executed on or about 2/14/06 (the "Transfer Agreement"), whereby we ALLIANCE PLASTICS ("Transferor") transferred to ASM Capital II L.P. ("ASM") all right, title and interest in the claim or claims against Delphi (the "Claim") in the above referenced Case. I am writing to confirm that pursuant to the Transfer Agreement, Transferor transferred to ASM Capital, among other things, all right, title and interest of the Transferor to any core payments to be made by Delphi Corporation and/or any of its affiliates ("Delphi") on account of the Claim, including, among other rights, the right to elect to take cash or plan currency for the cure payment. As such, ASM was within its rights to execute on its behalf on behalf of the Transferor the Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization, dated December 10, 2007 sent to Transferor by Delphi (or its agent) on account of the Claim (the "Cure Notice Form").

In addition, and in an abundance of caution, to the extent the Transfer Agreement and the foregoing paragraph are deemed by a court of competent jurisdiction to be insufficient to validate the Cure Notice Form and/or ASM's signature thereon, I, on behalf of the Transferor, hereby appoint ASM as the Transferor's attorney-in-fact and agent with the sole and exclusive power to execute the Cure Notice Form on the Transferor's behalf. The foregoing power of attorney is limited solely to the execution of the Cure Notice Form and shall not be construed as granting ASM power of attorney for Transferor for any other purpose. By granting ASM said power of attorney and appointing ASM as Transferor's attorney-in-fact and agent, Transferor ratifies ASM's previous execution of the Cure

05-44481-rdd Doc 12732-7 Filed 02/19/08 Entered 02/19/08 17:36:19 Exhibit D Part 1 Pg 101 of 101

ID: HTT IMCE

194-11-5078 11:549M From: 5162245049

It is understood and intended by the Transferor that this letter may be used by ASM in the Delphi bankruptcy case in connection with the Claim and that this letter may be publicly filed.

NAME Kevin L-ke McConn
NAME Kavin Lake McConn
TITLE Usea- President of Firance
Transferor: ALLIANCE PLASTICS
Tel. (814) 897-2658
Fax (814) 899-9209
DATE1-15-08
Acknowledgement: STATE OF <u>Firther floria</u>
COUNTY OF
The foregoing instrument was acknowledged before me this 15 day of 100000000000000000000000000000000000
Signature of person taking acknowledgment COMMONWEALTH OF PENNSYLVANIA Notarial Seel Teresa A. Halph, Notary Public
Name typed, printed, or stamped Wosley-We Boro, Eric County My Commission Expired Aug. 30, 2010 Member, Pennsylvania Association of Noterior
Title or rank
Serial number (If applicable)